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## Preamble

The purpose of the Board of Trustees of Montclair State University is to hold the University in trust for the public, representing the public interest in governance, policies, and development of the University within the spirit and intent of the laws and regulations governing the Board and the University.

The Board of Trustees is established pursuant to Title 18A of the New Jersey Statutes Annotated (NJSA) which states, in part, that "the Legislature finds and declares that ... the elimination of unnecessary State oversight and its accompanying bureaucracy will serve to unleash the creativity and innovation of these institutions; and ... the institutions of higher education in the State shall be responsible for achieving the Statewide goals of affordability and accessibility for all students, institutional excellence, and effectiveness in addressing the societal and economic needs of the State; and in order to provide institutions with the ability to fulfill their mission and Statewide goals, greater decision making and accountability must be placed at the institutional level."

## Article I – Authority and Responsibility of the Board

The Board of Trustees shall have and exercise all the powers and duties granted to it by law and shall have the control and management of the affairs of the body corporate and shall exercise all such powers and do all such lawful acts and things necessary or expedient in the control and management of the affairs of the body corporate. Individual Board members shall not be liable for damages resulting from the exercise of judgment or discretion in connection with the duties of their office. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the body corporate as it may deem proper. In addition to the other powers and duties provided by law, the Board shall have and exercise the powers, rights, and privileges that are incident to the proper government, conduct, and management of the University as well as the control of its properties and funds.

## Article II – The President of the University

The Board of Trustees shall appoint and fix the compensation of the President of the University, who shall be the University's executive officer and the Board's chief adviser, and ex officio member of the Board without vote. The President shall serve at the pleasure of the Board. The executive leadership responsibility and management of the University, including the authority to sign documents on behalf of the Board, is delegated to and vested in the President of the University pursuant to the policies of the Board, state regulation, and statute. The President shall have general responsibility for the leadership and management of the University in achieving its mission, objectives, and purpose-including instruction, research, and service-in accordance with the policies of the Board, the laws of the state, and the resources of the institution.

## Article III – Membership

The Board of Trustees of Montclair State University shall consist of between 10 and 18 citizens of the state, as follows:

**a.** 7 to 15 appointed by the Governor, with the advice and consent of the Senate. The term of office shall be 6 years. Each member shall serve until a successor is appointed and qualified, and vacancies shall be filled in the same manner as the original appointment for the remainder of the unexpired term.

b. 2 undergraduate students elected by the student body at large in accordance with the policy of the Board. One student shall serve as a voting member for one year and the other as a nonvoting member the first year and a voting member the second year. Only the voting student will be counted for the purpose of determining a quorum. Neither student shall attend Closed Session meetings during discussion of the following topics as described in NJSA 18A:64N-8(c): (1) employment, appointment, termination of employment, evaluation of performance, promotion, and discipline of current or prospective employees; (2) purchase, lease acquisition or sale of real property with public funds, setting of banking rates, investment of public funds; (3) pending or anticipated litigation or matters falling within attorney-client privilege.

c. 1 ex officio member, the President of the University, who shall serve without vote and shall not be counted for the purpose of determining a quorum.

All members of the Board shall serve without compensation but shall be entitled to reimbursement for all reasonable and necessary expenses.

## **Article IV – Meetings and Officers**

### **Section 1. Organizational Meeting**

The Board of Trustees shall hold a regular annual organizational meeting during July at which it shall elect officers as necessary from among its voting members and the Chair shall appoint the members and designate the chairs of the standing committees. Such officers shall include a Chair, Vice Chair and Secretary who shall begin two-year terms upon election and shall serve until their successors are elected or until they are removed with or without cause from office by a vote of the Board. No two offices may be held by the same person and no officer shall serve more than two consecutive two-year terms in a given office. Vacancies in any office shall be filled in the same manner as the original election for the unexpired term only. The Board may elect such other officers as it may from time to time require.

### **Section 2. Meetings**

The Board may meet at such times and places as it may designate or as called by the Chair. All meetings of the Board shall be held in compliance with the Open Public Meetings Act. The Chair shall call a meeting of the Board whenever requested or agreed to by a majority of voting members to do so. An agenda for each meeting, prepared by the President of the University and, when possible, in consultation with the Chair of the Board, shall be given to each trustee at least 48 hours in advance of the meeting, unless a meeting is called in accordance with NJSA 10:4-9(b). Such notice may be given by mail, telephone, e-mail, or telegram, or in person. Unless otherwise directed by a vote of the Board, all its meetings shall be conducted in accordance with the parliamentary procedure prescribed in the latest edition of Robert's Rules of Order.

### **Section 3. Quorum**

A majority of voting members currently serving on the Board shall constitute a quorum. Thus, seats that have been vacated by death or resignation shall not be counted for the purpose of determining a quorum. All questions coming before the Board shall be decided by a majority vote of those present and eligible to vote, except the removal of an officer, the removal of the President of the University or amendment of the bylaws, which shall require a majority of all currently serving voting Board members. Each trustee shall be entitled to one vote.

A record vote of the Board may be taken at the request of any voting member of the Board made prior to the announcement of a vote otherwise taken.

### **Section 4. Chair**

The Chair, when present, shall preside at all meetings of the Board and Executive Committee. He/she shall have general supervision of the affairs of the Board, subject to the approval of the Board. He/she shall report to the Board from time to time all matters coming to his/her notice relating to the interests of the body corporate.

### **Section 5. Vice Chair**

The Vice Chair shall have and exercise all the powers and duties of the Chair in the case of his/her

absence or inability to act, and shall perform such other duties as may be prescribed from time to time by the Board

#### **Section 6. Secretary**

The Secretary shall perform such duties as may be prescribed from time to time by the Board.

#### **Section 7. Other Presiding Officers**

In the absence of the Chair and Vice Chair, the Secretary shall serve as Chair pro tem who shall possess the powers and perform the duties of the Chair for that meeting only. In the absence of all officers, the Board may appoint a Chair pro tem.

### **Article V – Committees**

#### **Section 1. Committee of the Whole**

The Board of Trustees may act as a Committee of the Whole.

#### **Section 2. Executive Committee**

There shall be an Executive Committee composed of the Chair of the Board (who shall chair the Committee), Vice Chair of the Board, Secretary of the Board, immediate past Chair of the Board, and the chairs of each Board committee. All members of the Executive Committee shall be voting members unless this would constitute a quorum of the Board. If the trustees listed above constitute a quorum of the Board, one or more committee chairs, as determined by the Chair of the Board, who are not concurrently officers of the full Board shall serve on the Committee without vote. To the extent permitted by law, the Executive Committee shall have the authority in the intervals between meetings of the Board to take action on behalf of the full Board. A majority of voting members of the Executive Committee shall constitute a quorum thereof. At the next regular meeting of the Board, the Executive Committee shall report its actions to the full Board.

#### **Section 3. Standing Committees**

The Board shall create standing committees composed of Board members, which shall report directly to the Board to aid it in carrying on the business of the body corporate. To the extent permitted by law, the existence, duties, and functions of standing committees may be abolished, altered or added to, and new standing committees may be created by the Board from time to time as it may deem necessary. The regular standing committees are:

1. Audit, Finance and Investment Committee
2. Academic Affairs and Facilities Committee
3. Personnel, Compensation, Nominations and Governance Committee

The Chair of the Audit, Finance and Investment Committee shall have accounting or related financial management expertise, and the Board shall make efforts to ensure that a majority of the members of the Committee have such expertise. The Audit, Finance, and Investment Committee shall prepare an annual report for submission to the Board.

The Chair of the Board, immediately after his/her election and at the annual organizational meeting, shall appoint and designate the chair and the members of the standing committees. The Chair of the Board and the President of the University shall be ex officio nonvoting members of each standing committee. Every committee shall keep minutes of its meetings.

#### **Section 6. Ad Hoc Committees**

The Board may create ad hoc committees, the members of which shall serve at the pleasure of the Board and without compensation. After consultation with the President of the University and upon the advice and consent of the Board, the Chair of the Board may appoint the members and designate the chair of such ad hoc committees. Members of ad hoc committees may include both trustees and non-trustees, as needed. The Chair of the Board and the President of the University shall be ex officio nonvoting members of each ad hoc committee.

## Article VI – Amendments

These bylaws may be abolished or amended in any manner consistent with the laws of the State of New Jersey by a vote of the Board of Trustees, provided that a copy of the proposed amendment(s) has been furnished to each member of the Board at least 10 days before the meeting at which the vote upon the amendment is to be taken. As indicated in Article IV, Section 3, amendment of the bylaws shall require a decision by a majority of all currently serving voting Board members.

Adopted: January 13, 1977

Amended: January 12, 1984

Amended: September 10, 1987

Amended: April 27, 1994 (change of College to University)

Amended: October 16, 1994 (following dissolution of the Board of Higher Education)

Amended: July 11, 1996 (addition of Appeals Committee)

Amended: June 10, 1999 (addition of term limit for officers, change in membership of Executive Committee, updating of preamble, editorial clarification)

Amended: February 8, 2001 (annual organizational meeting, increase in term of officers, clarification regarding removal of officers, composition of Nominating Committee)

Amended: December 11, 2003 (authority of Executive Committee to act on behalf of Board, addition of Audit and Finance Committee, designation of Chair and President as voting members of the Ad Hoc Investment Committee)

Amended: December 4, 2008 (indemnification of Trustees)

Amended: September 17, 2010 (standing committees to include the Audit, Finance and Investment Committee, the Academic Affairs and Facilities Committee, and the Personnel, Compensation, Nominations and Governance Committee)

Amended: June 12, 2019 (compliance with revised enabling statute)

### Montclair State University

1 Normal Ave.  
Montclair, NJ 07043

973-655-4000

Campus Map



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#### MONTCLAIR STATE UNIVERSITY

#### POLICY 1.1.97C

### I. TITLE

#### Summary of Board's Responsibilities

[Note: This policy replaces the 1985 "Statement on the Ethical Responsibilities of Members of the Board of Trustees."]

### II. OBJECTIVE

To summarize the responsibilities expected of members of the Montclair State University Board of Trustees.

### III. AUTHORITY

NJSA 18A:64-6

### IV. STATEMENT

The Board of Trustees is expected to carry out its legal and fiduciary responsibilities to the state, the people, and the institution. These include the following:

- A. Contribute to the review and approval of the University's mission and adopt a mission statement.
- B. Participate actively in the affairs of the Board and its committees through regular attendance at meetings and thoughtful interaction on all issues, having read the materials in advance and raised any serious questions with the President prior to the meeting.
- C. Serve the best interests of the University as a whole, fairly and in an impartial manner. Abstain from voting on issues that might lead to a conflict of interest or the appearance of a conflict of interest.
- D. Maintain the confidential nature of all executive sessions.
- E. Act as a spokesperson for the Board only when authorized to do so.
- F. Participate in the development, review and approval of the University's long-range plans, policies, and educational programs, while not seeking administrative involvement in its operation or management.
- G. Demonstrate sensitivity to the University's constituencies (faculty, students and administrators); discuss with the President the pros and cons of their views and suggestions.

H. Interpret the campus to the community and support both the University and its policies.

I. Interpret the needs of society to the campus by bringing in new developments and perspectives from the world outside the University.

J. Ensure that the institution has policies for the personal and professional well-being of faculty, students and staff, and that the policies are followed.

K. Support the academic freedom of faculty and students – including full freedom in research, publication, teaching and learning – without institutional censorship or discipline.

L. Ensure that a strong financial management plan is in effect.

M. Oversee and monitor the University's programs and services in order to promote the best interests of the institution and the public good.

N. Preserve the autonomy of the University; protect its integrity and independence from all inappropriate intrusions and pressures by agencies or persons external to it.

O. Take the lead in fundraising efforts, whether from the state or private sources.

P. Appoint, support and assess the performance of the President.

Q. Assess the Board's own performance and each trustee's satisfaction with its functioning.

The Montclair State University Board of Trustees reaffirms its commitment to serving the campus community and the state in this oversight capacity.

## V. RESPONSIBILITY FOR IMPLEMENTATION

Members of the Board of Trustees

## VI. EFFECTIVE DATE

February 14, 1997

Approved by: Board of Trustees

Date approved: February 13, 1997

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Montclair, NJ 07043

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